

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT							
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER LC Tribal 8H-24-46							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164							
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005500			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') UDWR						14. SURFACE OWNER PHONE (if box 12 = 'fee')							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1594 West North Temple Suite 2110, Salt Lake City, UT 84114						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Ute Indian Tribe			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input checked="" type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		2158 FNL 859 FWL		SWNW		24		4.0 S		6.0 W		U	
Top of Uppermost Producing Zone		2133 FNL 1399 FWL		SENV		24		4.0 S		6.0 W		U	
At Total Depth		1980 FNL 700 FEL		SENE		24		4.0 S		6.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 700			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 6343			26. PROPOSED DEPTH MD: 9518 TVD: 6222							
27. ELEVATION - GROUND LEVEL 6753			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
COND	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0		
SURF	12.25	9.625	0 - 1800	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		240	3.16	11.0		
							Halliburton Premium , Type Unknown		210	1.36	14.8		
I1	8.75	7	0 - 6343	26.0	P-110 LT&C	9.2	Unknown		280	3.14	14.8		
							Unknown		140	1.42	13.5		
L1	6.125	4.5	0 - 9518	11.6	P-110 LT&C	9.5	No Used		0	0.0	0.0		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Venessa Langmacher				TITLE Senior Permit Analyst				PHONE 303 312-8172					
SIGNATURE				DATE 08/23/2012				EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013516690000				APPROVAL Permit Manager									

DRILLING PLAN

BILL BARRETT CORPORATION

LC Tribal 8H-24-46

SHL: SW NW, 2158' FNL and 859' FWL, Section 24, T4S-R6W

BHL: SE NE, 1980' FNL and 700' FEL, Section 24, T4S-R6W

Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a horizontal through the prospective zone within the Uteland Butte.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

HORIZONTAL LEG FORMATION TOPS

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	1,952'	1,952'
Surface casing	1,800'	1,800'
Mahogany	2,672'	2,672'
TGR3	3,797'	3,797'
Douglas Creek	4,622'	4,622'
3 PT Marker	5,007'	5,007'
Black Shale Facies	5,437'	5,437'
Castle Peak	5,651'	5,648'
*Uteland Butte	6,027'	5,945'
CR1	6,142'	6,001'
TD	9,518'	6,222'

*PROSPECTIVE PAY

The Uteland Butte CR1 is the primary objective for oil/gas.

Base of Useable Water = 1,267'

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
<u>(FROM)</u>	<u>(TO)</u>						
12-1/4"	surface	1,800'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 3/4"	surface	6,343'	7"	26.0 ppf	P-110	LT&C	New
6 1/8"	surface	9,518'	4 1/2" Liner with 4-1/2" Tieback for frac	11.6 ppf	P-110	LT&C	New

Drilling Plan
LC Tribal 8H-24-46
Duchesne Co., UT

5. Cementing Program

9 5/8" Surface Casing	Lead with approximately 240 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx). TOC @ Surface Tail with 210 sx Premium 14.8 ppg (yield = 1.36 ft ³ /sx) calculated hole volume with 75% excess. TOC @ 1,300' Top out cement, if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft ³ /sk)
7" Intermediate Casing	Lead with approximately 280 sx Tune Light cement with additives, mixed at 11.0 ppg (yield = 3.14 ft ³ /sx). TOC @ 1,300' Tail with approximately 140 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). TOC @ 4,474'
6-1/8" hole for 4-1/2" production liner	Depending on hole conditions, plan to run un-cemented 4-1/2" liner with open hole packers or cement w/ 400 sx ECONOCEM w/ additives, 13.5 ppg, 1.4 ft ³ /sx, 50% excess. Planned TOC @ 4-1/2" liner top
Note: Top of Tail cement for the intermediate string will be calculated to 1000' above the KOP using gauge hole plus 50% excess. Lead to 200' inside of surface casing.	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,800'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,800' – 6,343'	8.9 – 9.2	26 - 36	NC	Fresh Water with sweeps
6,343' – TD	9.0 – 9.5	45 – 58	4 – 10	Fresh Water PHPA
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,800'	No pressure control required
1,800' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

Drilling Plan
LC Tribal 8H-24-46
Duchesne Co., UT

8. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD with GR as needed to land wellbore;
WL Logging	None in intermediate
Note: FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3073 psi* and maximum anticipated surface pressure equals approximately 1704 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction: June 2013
 Spud: June 2013
 Duration: 25 days drilling time
 25 days completion time

T4S, R6W, U.S.B.&M.

BILL BARRETT CORPORATION

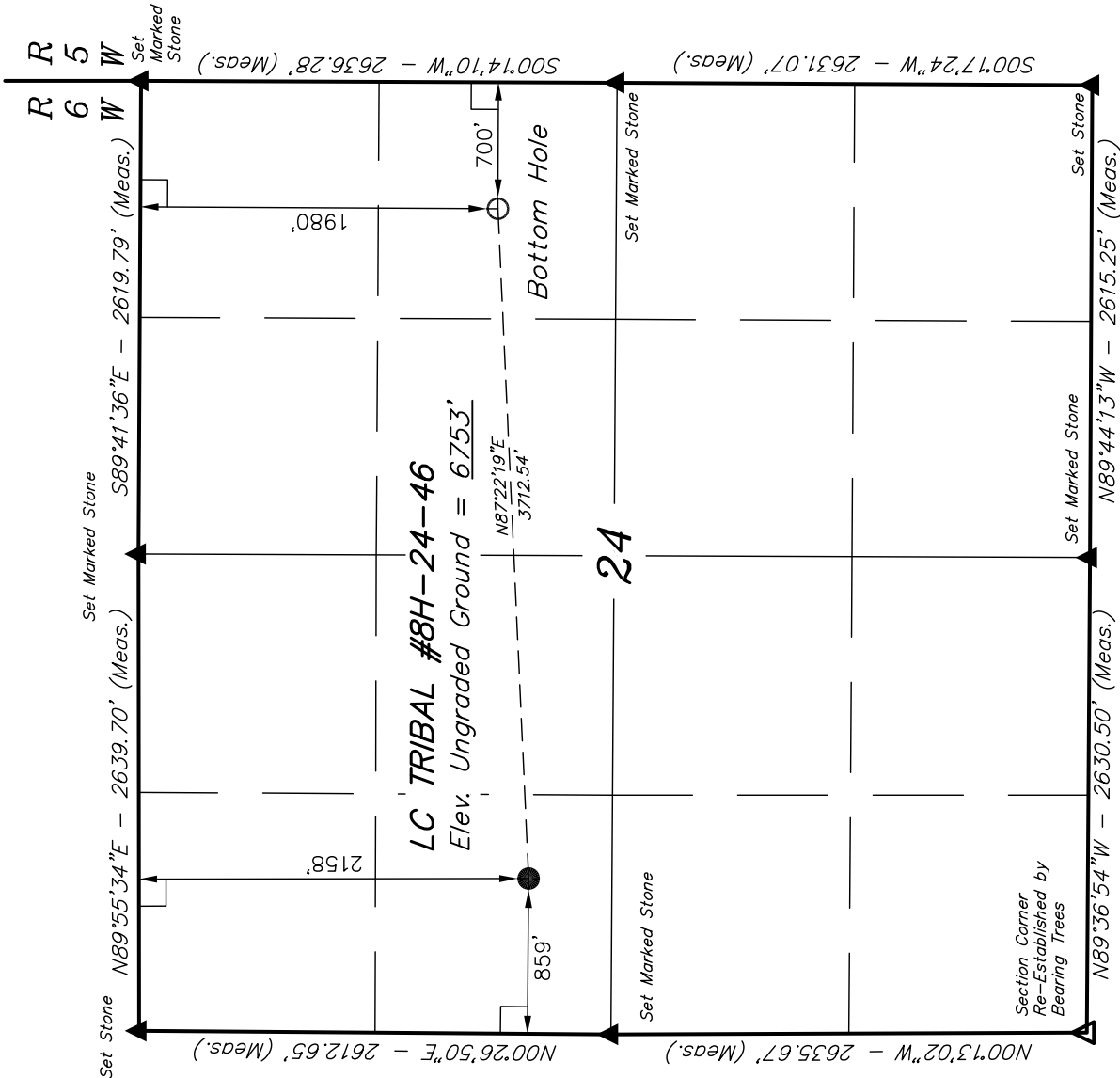
Well location, LC TRIBAL #8H-24-46, located as shown in the SW 1/4 NW 1/4 of Section 24, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

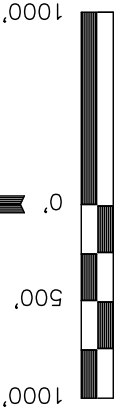
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED.
- (Not Set on Ground.)

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°07'12.87" (40.120242)	LATITUDE = 40°07'11.12" (40.119756)
LONGITUDE = 110°30'17.08" (110.504744)	LONGITUDE = 110°31'04.80" (110.518000)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°07'13.02" (40.120283)	LATITUDE = 40°07'11.27" (40.119797)
LONGITUDE = 110°30'14.52" (110.504033)	LONGITUDE = 110°31'02.24" (110.517289)



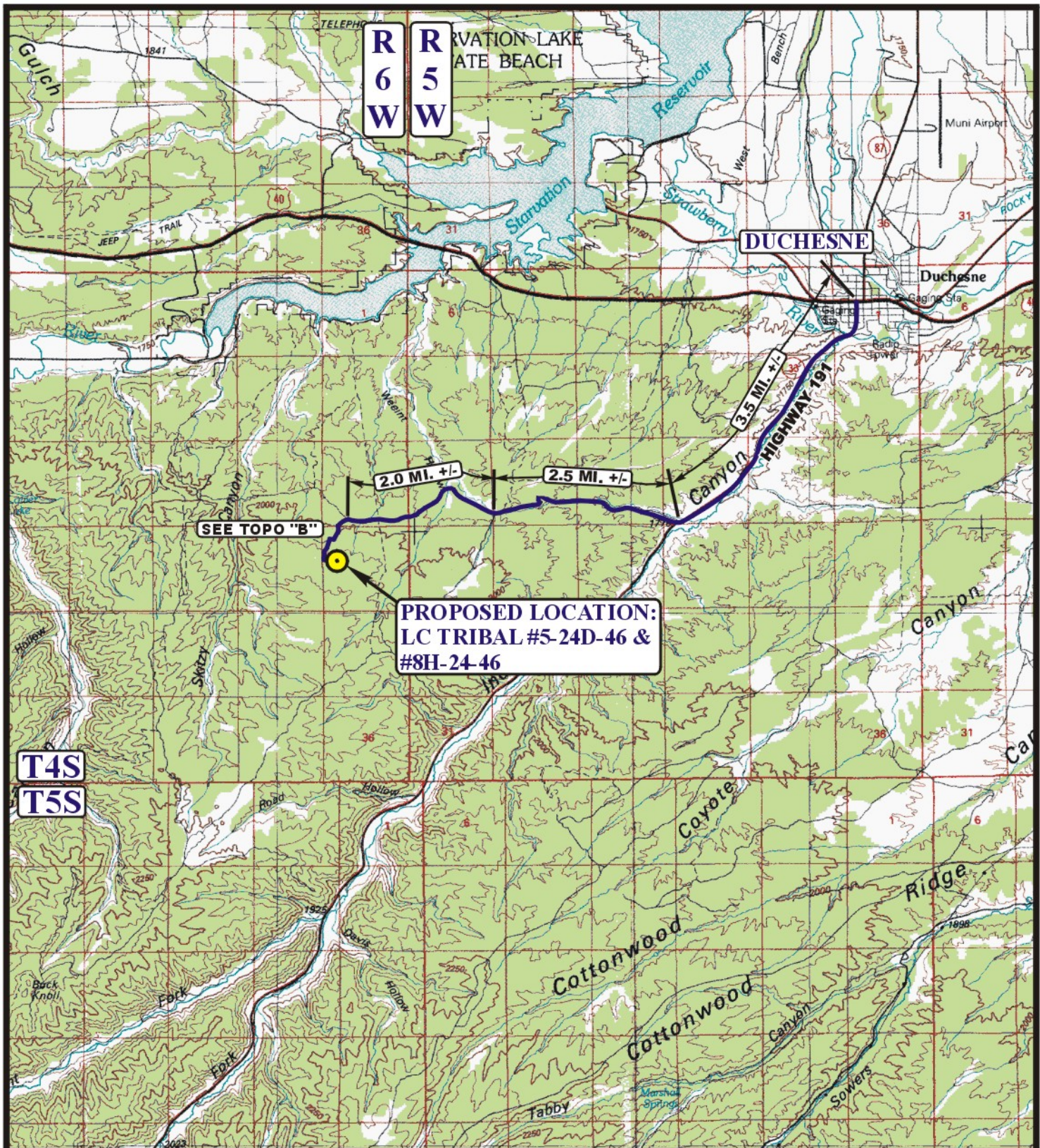
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE POINT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY CLOSE SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
92-0611

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 9-26-11	DATE DRAWN: 11-21-11
PARTY C.A. K.H. J.M.H.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE	
		BILL BARRETT CORPORATION



LEGEND:

PROPOSED LOCATION



BILL BARRETT CORPORATION

LC TRIBAL #5-24D-46 & #8H-24-46
SECTION 24, T4S, R6W, U.S.B.&M.
SW 1/4 NW 1/4



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
M A P

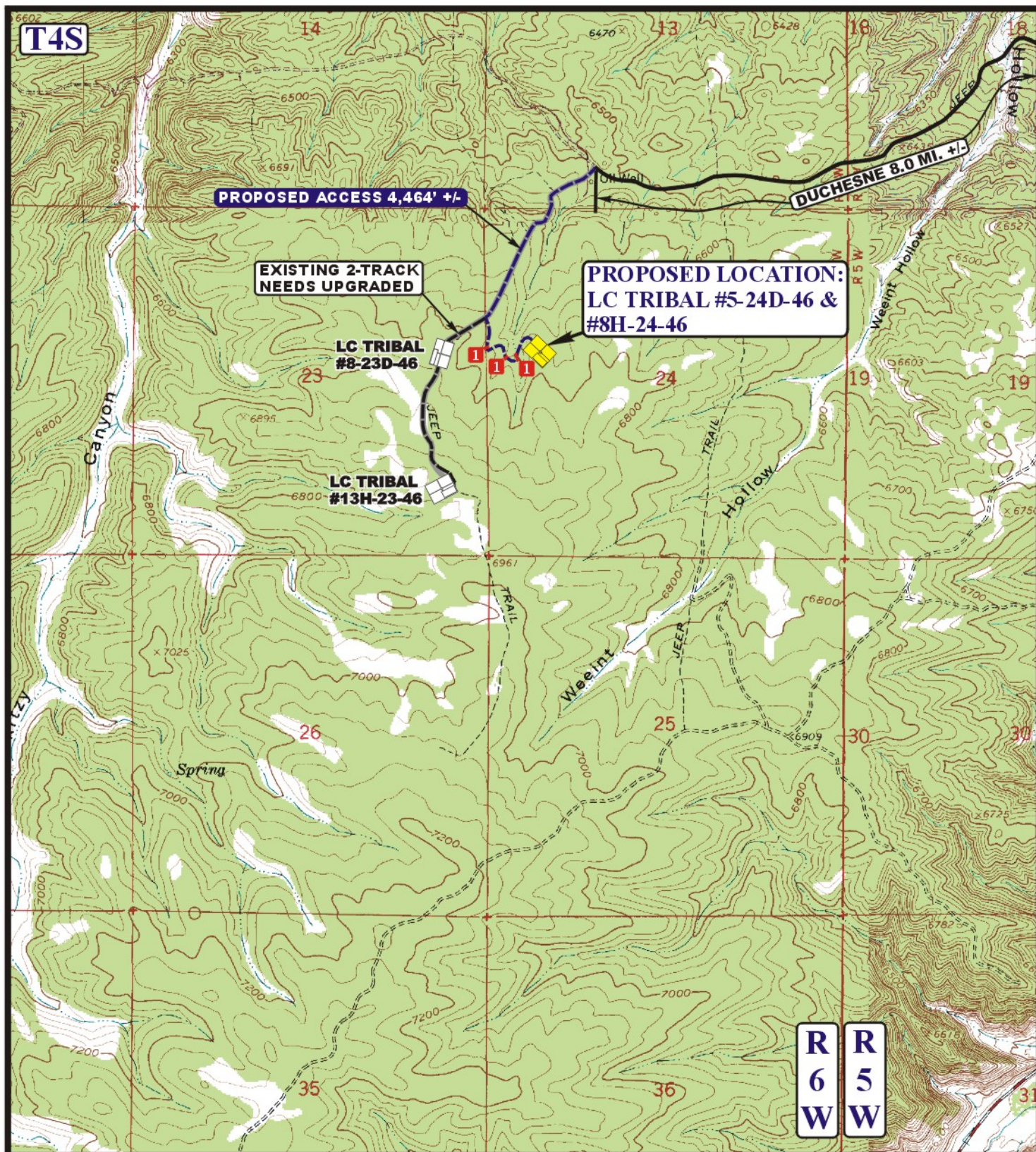
10 17 11
 MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: C.I.

REVISED: 00-00-00





LEGEND:

	EXISTING ROAD
	PROPOSED ACCESS ROAD
	EXISTING 2-TRACK NEEDS UPGRADED
	18" CMP REQUIRED



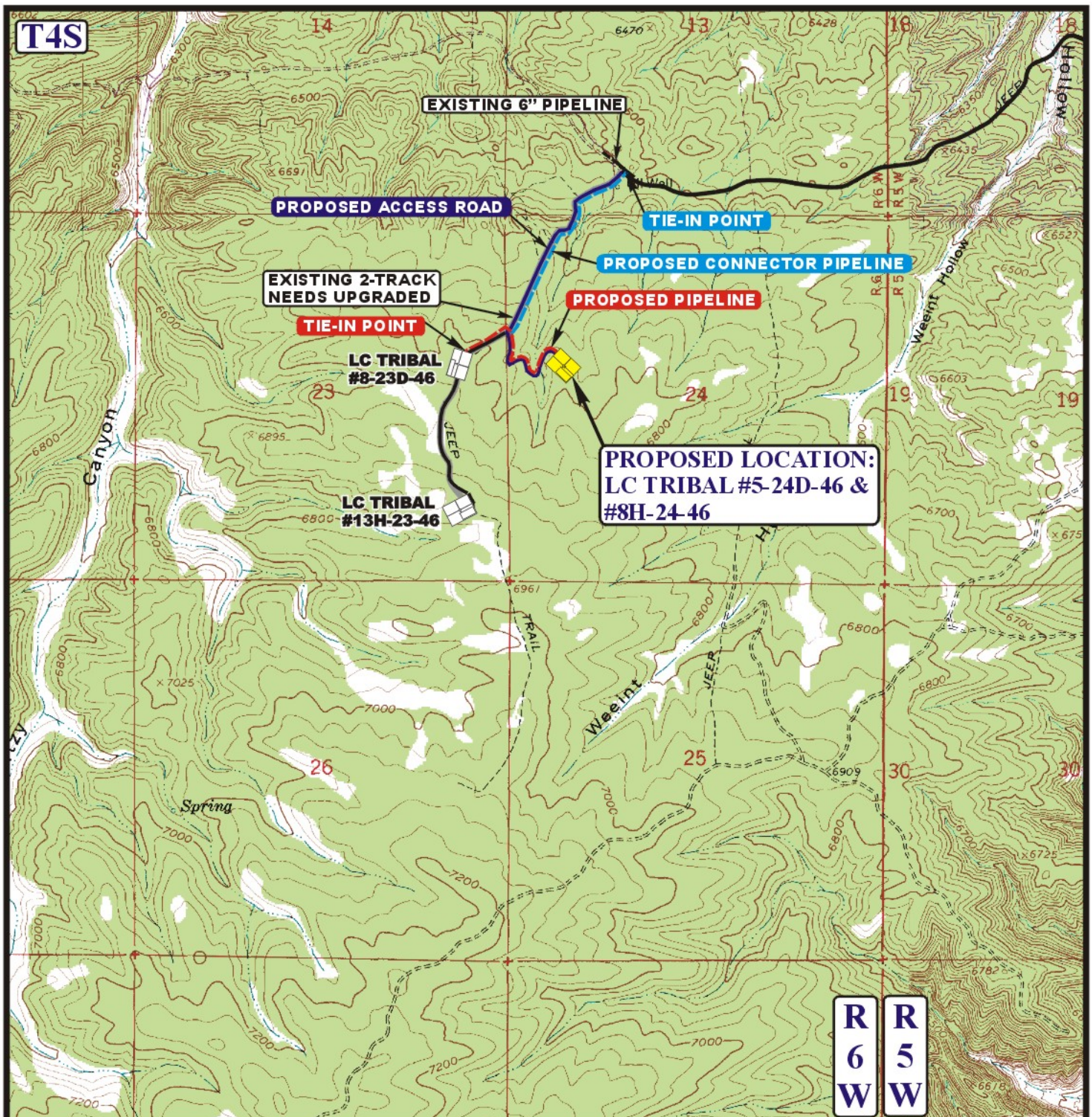
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

LC TRIBAL #5-24D-46 & #8H-24-46
SECTION 24, T4S, R6W, U.S.B.&M.
SW 1/4 NW 1/4

ACCESS ROAD	10	17	11	B TOPO
MAP	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 02-03-12		



APPROXIMATE TOTAL CONNECTOR PIPELINE DISTANCE = 2,888' +/-

APPROXIMATE TOTAL PIPELINE DISTANCE = 2,346' +/-

LEGEND:



Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

LC TRIBAL #5-24D-46 & #8H-24-46
SECTION 24, T4S, R6W, U.S.B.&M.
SW 1/4 NW 1/4

TOPOGRAPHIC
MAP

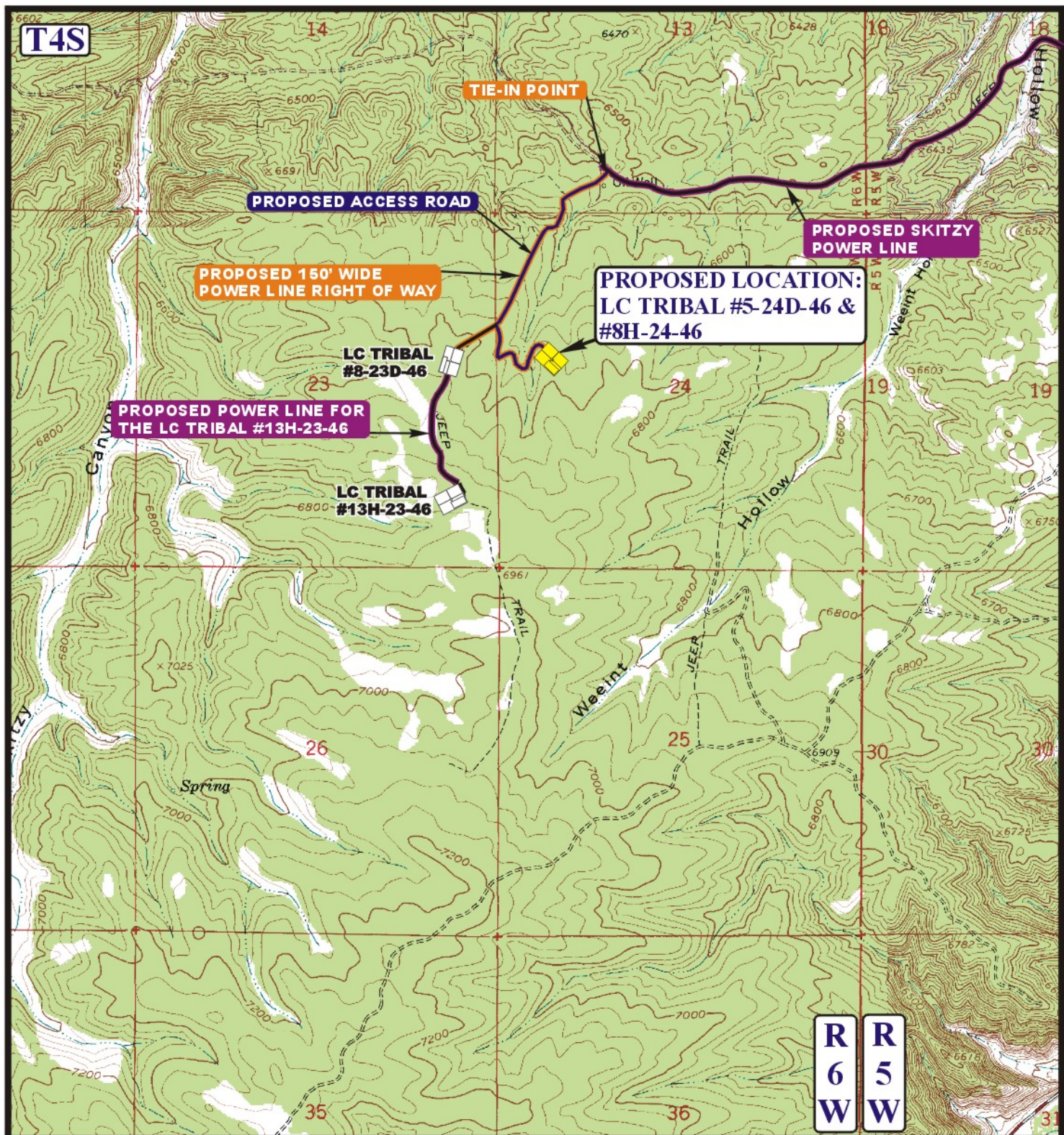
10 17 11
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 02-03-12





APPROXIMATE TOTAL POWER LINE DISTANCE = 5,069' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - EXISTING POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELLS)



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

LC TRIBAL #5-24D-46 & #8H-24-46
SECTION 24, T4S, R6W, U.S.B.&M.
SW 1/4 NW 1/4

TOPOGRAPHIC
MAP

06 28 12
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 00-00-00

D
TOPO



Bill Barrett Corporation

SITE DETAILS: 8H-24-46 LC Tribal
Lake CanyonSite Latitude: 40° 7' 11.269 N
Site Longitude: 110° 31' 2.240 W**COMPANY DETAILS: BILL BARRETT CORP**

Calculation Method: Minimum Curvature
 Error System: ISCWSA
 Scan Method: Closest Approach 3D
 Error Surface: Elliptical Conic
 Warning Method: Error Ratio

Positional Uncertainty: 0.0
 Convergence: 0.63
 Local North: True

WELL DETAILS: 8H-24-46 LC Tribal

Ground Level: 6752.0
 Northing: 652190.94 Easting: 2274814.83 Latitude: 40° 7' 11.269 N Longitude: 110° 31' 2.240 W Slot

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
8H-24-46 PBHL	6222.0	177.3	3707.1	40° 7' 13.019 N	110° 30' 14.519 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

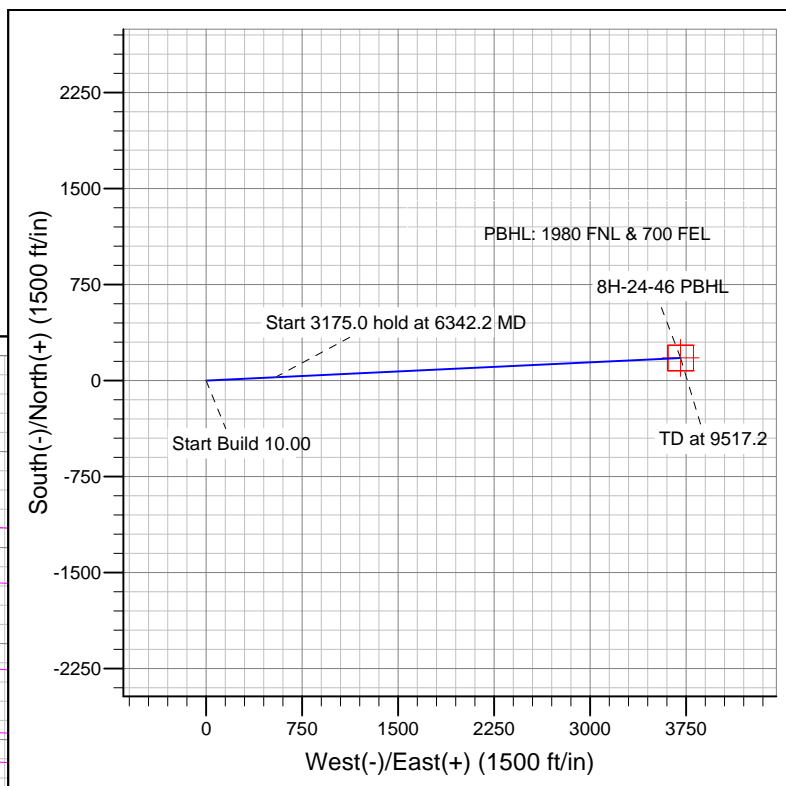
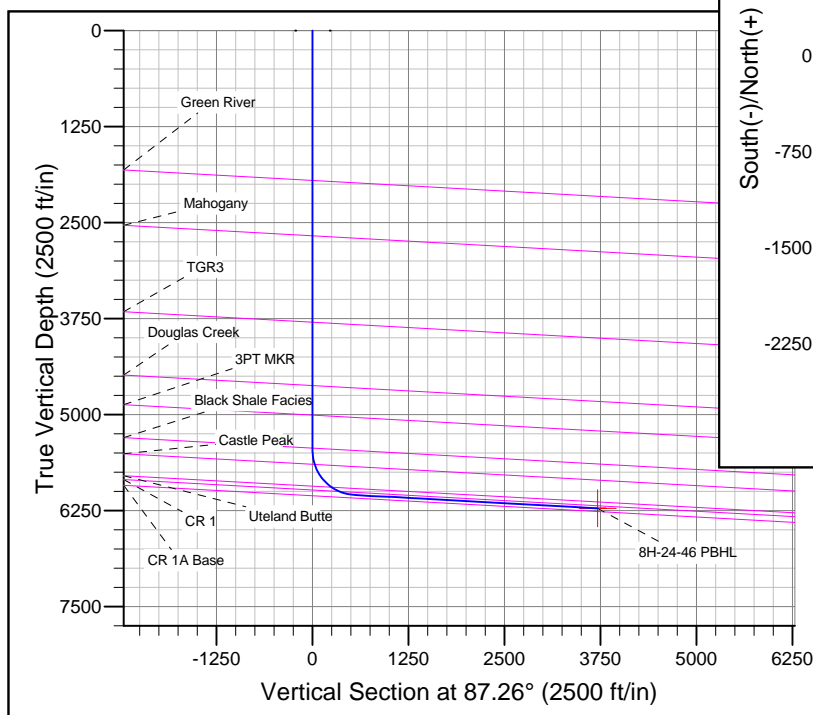
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	5474.9	0.00	0.00	5474.9	0.0	0.0	0.00	0.00	0.0	
3	6343.3	86.84	87.26	6047.0	25.9	540.8	10.00	87.26	541.4	
4	9518.1	86.84	87.26	6222.0	177.3	3707.1	0.00	0.00	3711.3	
5	9518.1	0.00	0.00	6222.0	177.3	3707.1	0.00	180.00	3711.3	8H-24-46 PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
1952.0	1952.0	CR 1A Base
2672.0	2672.0	Green River
3797.0	3797.0	Mahogany
4622.0	4622.0	TGR3
5007.0	5007.0	Douglas Creek
5437.0	5437.0	3PT MKR
5648.5	5651.3	Black Shale Facies
5945.7	6027.4	Castle Peak
6001.3	6142.2	Uteland Butte
		CR 1

CASING DETAILS

No casing data is available



Azimuths to True North
 Magnetic North: 11.36°

Magnetic Field
 Strength: 52122.7snT
 Dip Angle: 65.74°
 Date: 8/6/2012
 Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-24-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6767.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6767.0ft (Original Well Elev)
Site:	8H-24-46 LC Tribal	North Reference:	True
Well:	8H-24-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-24-46 LC Tribal		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		8H-24-46 LC Tribal			
Site Position:		Northing:	652,190.95 ft	Latitude:	40° 7' 11.269 N
From:	Lat/Long	Easting:	2,274,814.83 ft	Longitude:	110° 31' 2.240 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.63 °

Well	8H-24-46 LC Tribal					
Well Position	+N/-S	0.0 ft	Northing:	652,190.94 ft	Latitude:	40° 7' 11.269 N
	+E/-W	0.0 ft	Easting:	2,274,814.83 ft	Longitude:	110° 31' 2.240 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	6,752.0 ft

Wellbore	8H-24-46 LC Tribal				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	8/6/2012	11.36	65.74	52,123

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	87.26

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
5,474.9	0.00	0.00	5,474.9	0.0	0.0	0.00	0.00	0.00	0.00	
6,343.3	86.84	87.26	6,047.0	25.9	540.8	10.00	10.00	0.00	87.26	
9,518.1	86.84	87.26	6,222.0	177.3	3,707.1	0.00	0.00	0.00	0.00	
9,518.1	0.00	0.00	6,222.0	177.3	3,707.1	0.00	0.00	0.00	180.00	8H-24-46 PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-24-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6767.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6767.0ft (Original Well Elev)
Site:	8H-24-46 LC Tribal	North Reference:	True
Well:	8H-24-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-24-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,952.0	0.00	0.00	1,952.0	0.0	0.0	0.0	0.00	0.00	0.00
Green River									
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,672.0	0.00	0.00	2,672.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
3,797.0	0.00	0.00	3,797.0	0.0	0.0	0.0	0.00	0.00	0.00
TGR3									
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,200.0	0.0	0.0	0.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,300.0	0.0	0.0	0.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,400.0	0.0	0.0	0.0	0.00	0.00	0.00
4,500.0	0.00	0.00	4,500.0	0.0	0.0	0.0	0.00	0.00	0.00
4,600.0	0.00	0.00	4,600.0	0.0	0.0	0.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-24-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6767.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6767.0ft (Original Well Elev)
Site:	8H-24-46 LC Tribal	North Reference:	True
Well:	8H-24-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-24-46 LC Tribal		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,622.0	0.00	0.00	4,622.0	0.0	0.0	0.0	0.00	0.00	0.00
Douglas Creek									
4,700.0	0.00	0.00	4,700.0	0.0	0.0	0.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,800.0	0.0	0.0	0.0	0.00	0.00	0.00
4,900.0	0.00	0.00	4,900.0	0.0	0.0	0.0	0.00	0.00	0.00
5,000.0	0.00	0.00	5,000.0	0.0	0.0	0.0	0.00	0.00	0.00
5,007.0	0.00	0.00	5,007.0	0.0	0.0	0.0	0.00	0.00	0.00
3PT MKR									
5,100.0	0.00	0.00	5,100.0	0.0	0.0	0.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,200.0	0.0	0.0	0.0	0.00	0.00	0.00
5,300.0	0.00	0.00	5,300.0	0.0	0.0	0.0	0.00	0.00	0.00
5,400.0	0.00	0.00	5,400.0	0.0	0.0	0.0	0.00	0.00	0.00
5,437.0	0.00	0.00	5,437.0	0.0	0.0	0.0	0.00	0.00	0.00
Black Shale Facies									
5,474.9	0.00	0.00	5,474.9	0.0	0.0	0.0	0.00	0.00	0.00
Start Build 10.00									
5,500.0	2.51	87.26	5,500.0	0.0	0.5	0.5	10.00	10.00	0.00
5,600.0	12.51	87.26	5,599.0	0.6	13.6	13.6	10.00	10.00	0.00
5,651.3	17.64	87.26	5,648.5	1.3	26.9	26.9	10.00	10.00	0.00
Castle Peak									
5,700.0	22.51	87.26	5,694.3	2.1	43.6	43.7	10.00	10.00	0.00
5,800.0	32.51	87.26	5,782.8	4.3	89.7	89.8	10.00	10.00	0.00
5,900.0	42.51	87.26	5,862.1	7.2	150.4	150.6	10.00	10.00	0.00
6,000.0	52.51	87.26	5,929.5	10.7	224.0	224.2	10.00	10.00	0.00
6,027.4	55.25	87.26	5,945.7	11.8	246.1	246.4	10.00	10.00	0.00
Uteland Butte									
6,100.0	62.51	87.26	5,983.2	14.7	308.1	308.5	10.00	10.00	0.00
6,142.2	66.73	87.26	6,001.3	16.6	346.2	346.6	10.00	10.00	0.00
CR 1									
6,200.0	72.51	87.26	6,021.4	19.1	400.3	400.8	10.00	10.00	0.00
6,300.0	82.51	87.26	6,043.0	23.8	497.7	498.3	10.00	10.00	0.00
6,343.3	86.84	87.26	6,047.0	25.9	540.8	541.4	10.00	10.00	0.00
Start 3174.8 hold at 6343.3 MD									
6,400.0	86.84	87.26	6,050.1	28.6	597.3	598.0	0.00	0.00	0.00
6,500.0	86.84	87.26	6,055.6	33.3	697.0	697.8	0.00	0.00	0.00
6,600.0	86.84	87.26	6,061.1	38.1	796.8	797.7	0.00	0.00	0.00
6,700.0	86.84	87.26	6,066.7	42.9	896.5	897.5	0.00	0.00	0.00
6,800.0	86.84	87.26	6,072.2	47.7	996.2	997.4	0.00	0.00	0.00
6,900.0	86.84	87.26	6,077.7	52.4	1,096.0	1,097.2	0.00	0.00	0.00
7,000.0	86.84	87.26	6,083.2	57.2	1,195.7	1,197.1	0.00	0.00	0.00
7,100.0	86.84	87.26	6,088.7	62.0	1,295.4	1,296.9	0.00	0.00	0.00
7,200.0	86.84	87.26	6,094.2	66.7	1,395.2	1,396.8	0.00	0.00	0.00
7,300.0	86.84	87.26	6,099.7	71.5	1,494.9	1,496.6	0.00	0.00	0.00
7,400.0	86.84	87.26	6,105.2	76.3	1,594.6	1,596.5	0.00	0.00	0.00
7,500.0	86.84	87.26	6,110.8	81.0	1,694.4	1,696.3	0.00	0.00	0.00
7,600.0	86.84	87.26	6,116.3	85.8	1,794.1	1,796.2	0.00	0.00	0.00
7,700.0	86.84	87.26	6,121.8	90.6	1,893.8	1,896.0	0.00	0.00	0.00
7,800.0	86.84	87.26	6,127.3	95.4	1,993.6	1,995.9	0.00	0.00	0.00
7,900.0	86.84	87.26	6,132.8	100.1	2,093.3	2,095.7	0.00	0.00	0.00
8,000.0	86.84	87.26	6,138.3	104.9	2,193.0	2,195.6	0.00	0.00	0.00
8,100.0	86.84	87.26	6,143.8	109.7	2,292.8	2,295.4	0.00	0.00	0.00
8,200.0	86.84	87.26	6,149.3	114.4	2,392.5	2,395.2	0.00	0.00	0.00
8,300.0	86.84	87.26	6,154.9	119.2	2,492.2	2,495.1	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-24-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6767.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6767.0ft (Original Well Elev)
Site:	8H-24-46 LC Tribal	North Reference:	True
Well:	8H-24-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-24-46 LC Tribal		
Design:	Design #1		

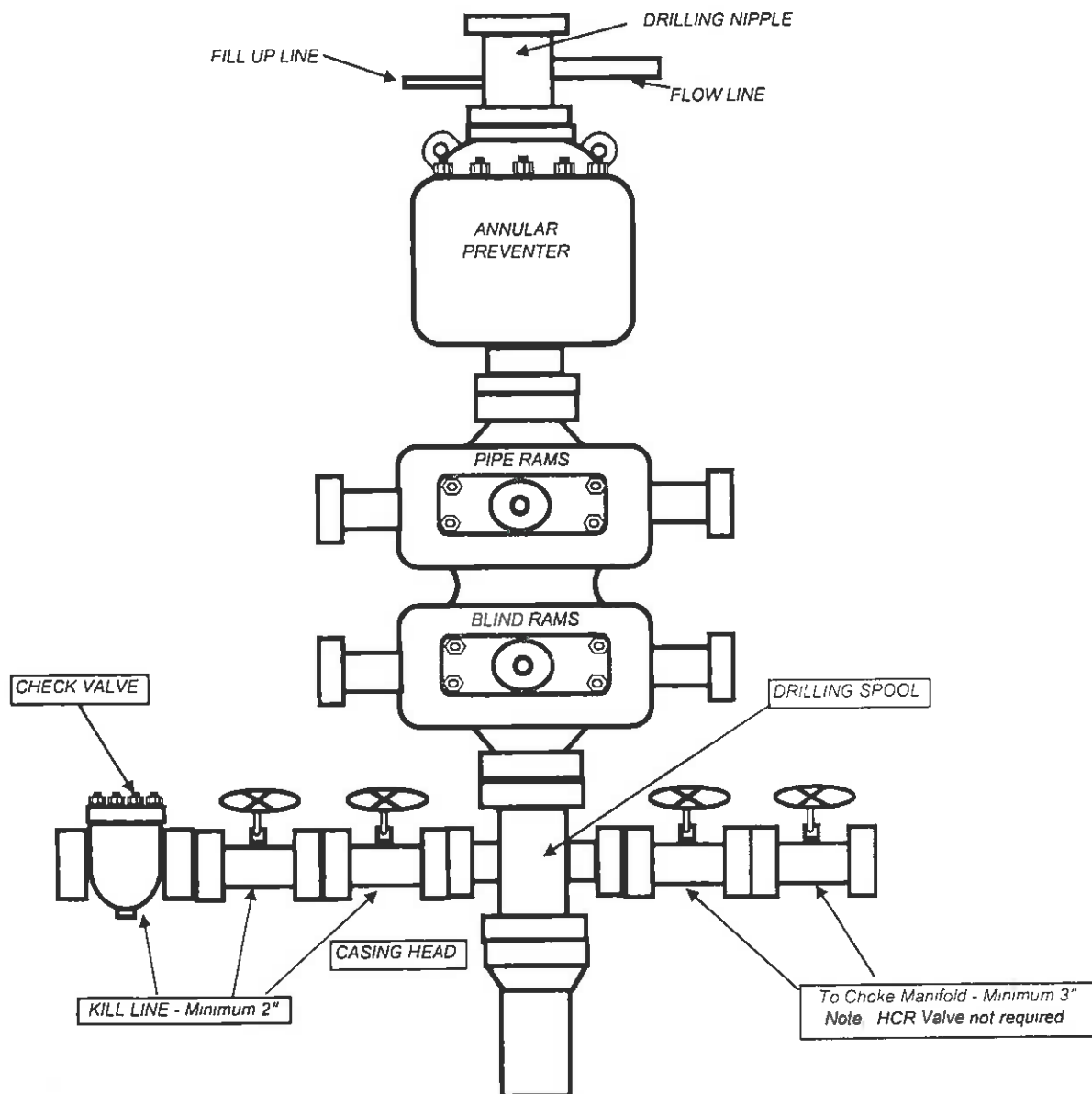
Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
8,400.0	86.84	87.26	6,160.4	124.0	2,592.0	2,594.9	0.00	0.00	0.00	
8,500.0	86.84	87.26	6,165.9	128.7	2,691.7	2,694.8	0.00	0.00	0.00	
8,600.0	86.84	87.26	6,171.4	133.5	2,791.5	2,794.6	0.00	0.00	0.00	
8,700.0	86.84	87.26	6,176.9	138.3	2,891.2	2,894.5	0.00	0.00	0.00	
8,800.0	86.84	87.26	6,182.4	143.1	2,990.9	2,994.3	0.00	0.00	0.00	
8,900.0	86.84	87.26	6,187.9	147.8	3,090.7	3,094.2	0.00	0.00	0.00	
9,000.0	86.84	87.26	6,193.4	152.6	3,190.4	3,194.0	0.00	0.00	0.00	
9,100.0	86.84	87.26	6,199.0	157.4	3,290.1	3,293.9	0.00	0.00	0.00	
9,200.0	86.84	87.26	6,204.5	162.1	3,389.9	3,393.7	0.00	0.00	0.00	
9,300.0	86.84	87.26	6,210.0	166.9	3,489.6	3,493.6	0.00	0.00	0.00	
9,400.0	86.84	87.26	6,215.5	171.7	3,589.3	3,593.4	0.00	0.00	0.00	
9,500.0	86.84	87.26	6,221.0	176.4	3,689.1	3,693.3	0.00	0.00	0.00	
9,518.1	86.84	87.26	6,222.0	177.3	3,707.1	3,711.3	0.00	0.00	0.00	
TD at 9518.1 - 8H-24-46 PBHL										

Formations					
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,952.0	1,952.0	Green River		3.18	87.26
2,672.0	2,672.0	Mahogany		3.18	87.26
3,797.0	3,797.0	TGR3		3.18	87.26
4,622.0	4,622.0	Douglas Creek		3.18	87.26
5,007.0	5,007.0	3PT MKR		3.18	87.26
5,437.0	5,437.0	Black Shale Facies		3.18	87.26
5,651.3	5,647.0	Castle Peak		3.18	87.26
6,027.4	5,932.0	Uteland Butte		3.18	87.26
6,142.2	5,982.0	CR 1		3.18	87.26
	6,057.0	CR 1A Base		3.18	87.26

Plan Annotations				
Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
5,474.9	5,474.9	0.0	0.0	Start Build 10.00
6,343.3	6,047.0	25.9	540.8	Start 3174.8 hold at 6343.3 MD
9,518.1	6,222.0	177.3	3,707.1	TD at 9518.1

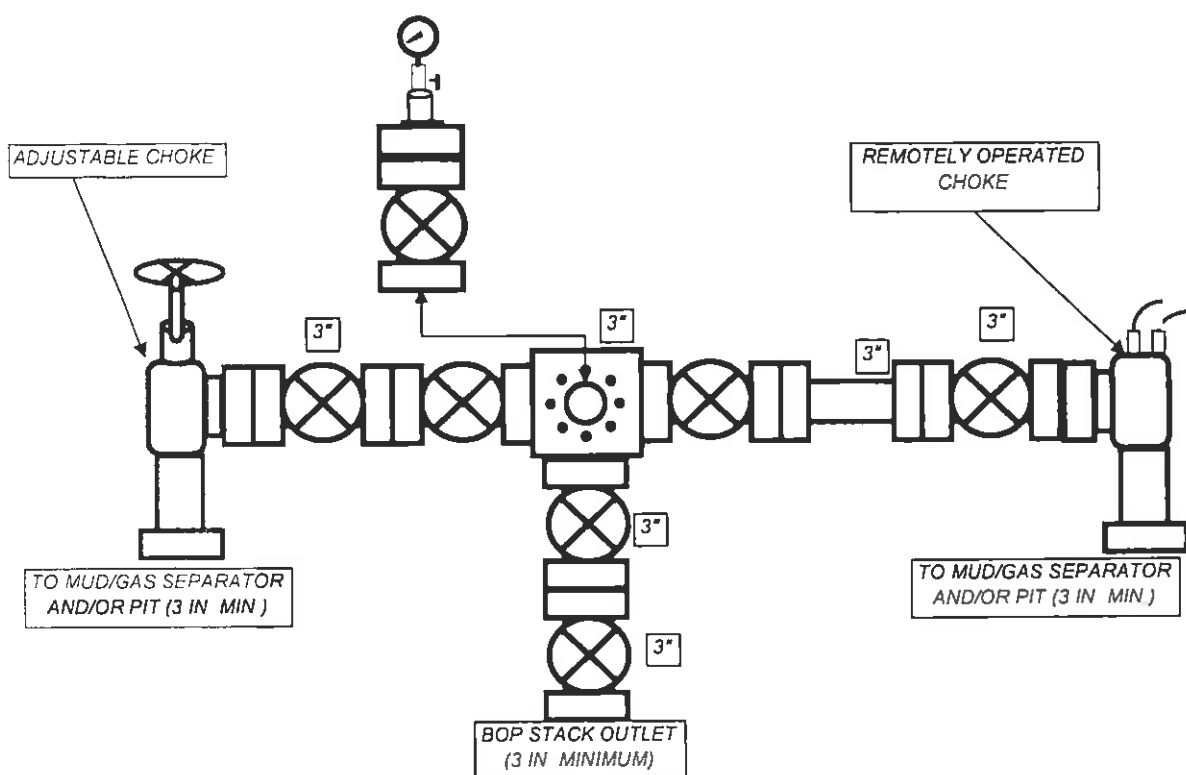
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





April 24, 2013

Ms. Diana Mason, Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

**RE: Horizontal Drilling
LC Tribal #8H-24-46
Section 24, T4S-R6W, U.S.B.&M.
Duchesne County, Utah**

**Surface Hole Location: 2147' FNL & 848' FWL, SWNW, 24-T4S-R6W, USB&M
Bottom Hole Location: 1980' FNL & 700' FEL, SENE, 24-T4S-R6W, USB&M**

Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above-referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Order # 139-87 pertaining to a 640 acre spacing unit for a horizontal or vertical well.

- Section 24 is composed entirely of Tribal minerals.
- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes portions of the subject Section 24 and other lands, allows for the drilling of the #8H-24-46 well.
- Once the well has been drilled, BBC will earn the tribal lease covering the appropriate committed acres being further described in the Exploration and Development Agreement.
- The LC Tribal #8H-24-46 will be perforated no less than 660 feet from the Section 24 Tribal Lease boundary, in accordance with UDOGM Order #139-87.

Based on the information provided, BBC requests that the permit be granted pursuant to Order #139-87. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

RECEIVED: April 24, 2013

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

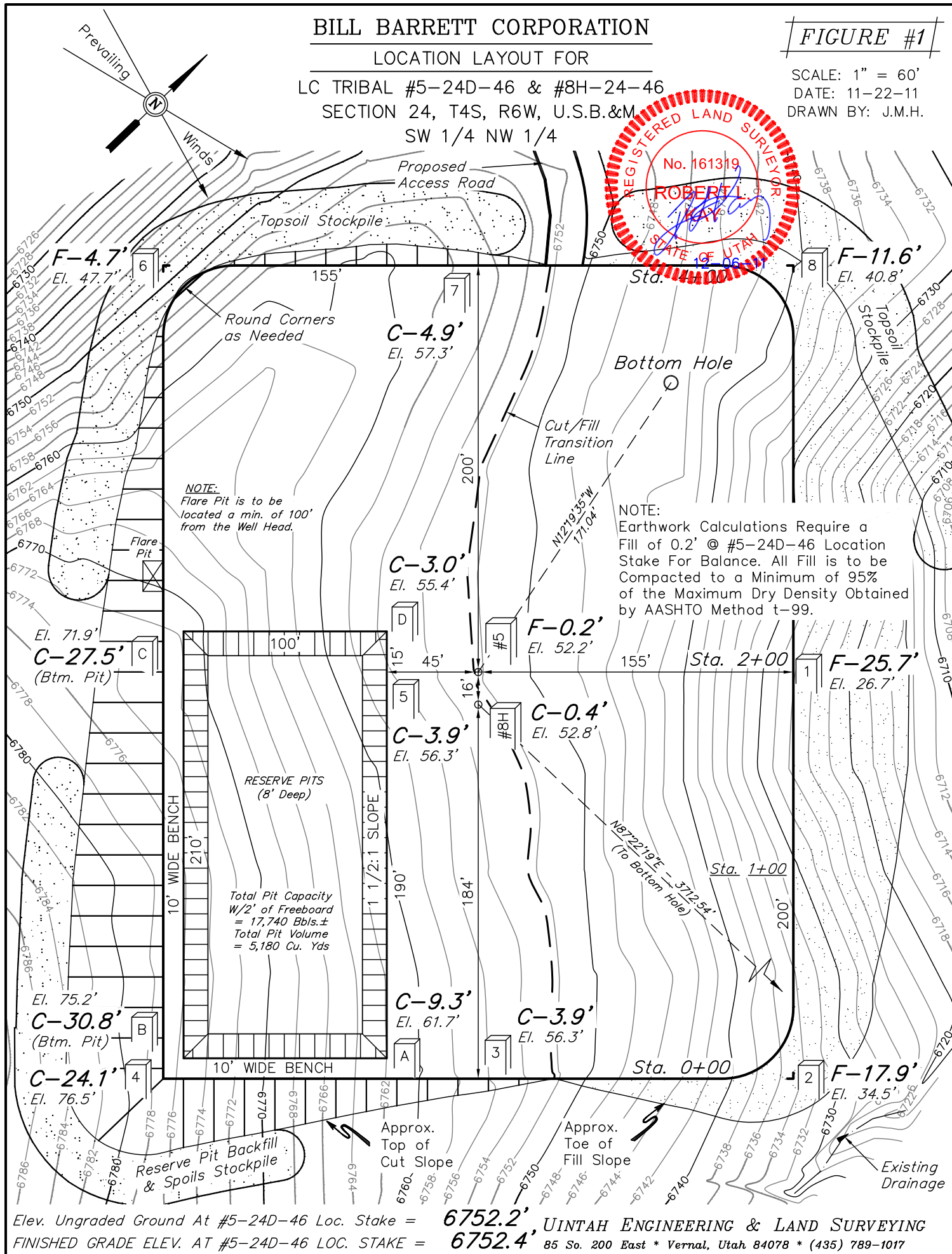
LC TRIBAL #5-24D-46 & #8H-24-46
SECTION 24, T4S, R6W, U.S.B.&M
SW 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'

DATE: 11-22-11

DRAWN BY: J.M.H.



RECEIVED: August 23, 2012

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

LC TRIBAL #5-24D-46 & #8H-24-46

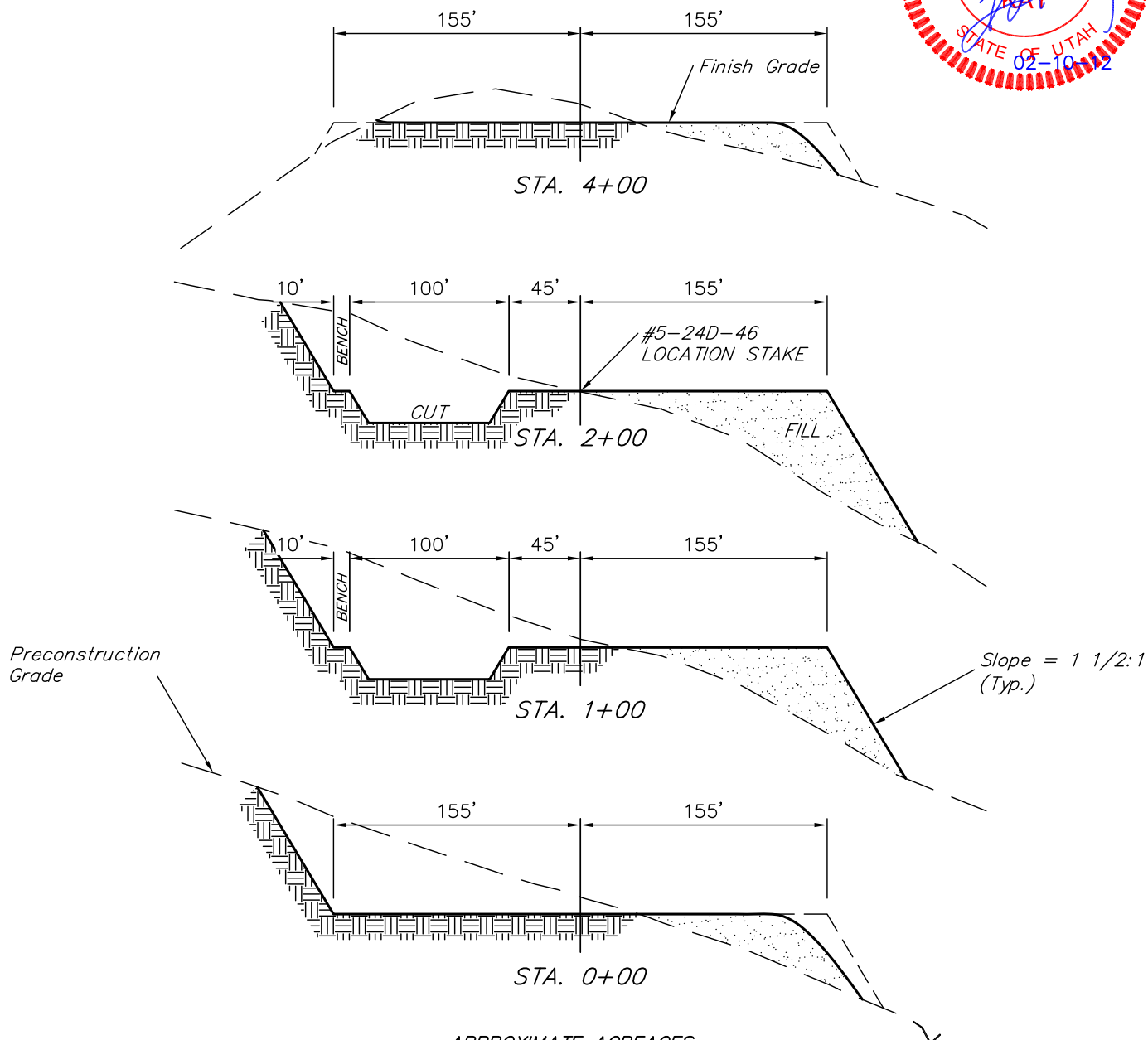
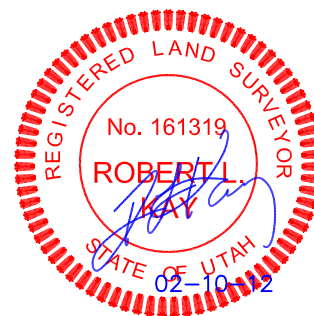
SECTION 24, T4S, R6W, U.S.B.&M.

SW 1/4 NW 1/4

FIGURE #2

X-Section
Scale
1" = 40'
1" = 100'

DATE: 11-22-11
DRAWN BY: J.M.H.
REVISED: 02-10-12

**APPROXIMATE ACREAGES**

WELL SITE DISTURBANCE = \pm 3.719 ACRES
ACCESS ROAD DISTURBANCE = \pm 3.057 ACRES
PIPELINE DISTURBANCE = \pm 1.575 ACRES
CONNECTOR PIPELINE DISTURBANCE = \pm 1.989 ACRES
TOTAL = \pm 10.340 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 6,390 Cu. Yds.
Remaining Location = 32,290 Cu. Yds.
TOTAL CUT = 38,680 CU.YDS.
FILL = 29,700 CU.YDS.

EXCESS MATERIAL = 8,980 Cu. Yds.
Topsoil & Pit Backfill = 8,980 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: August 23, 2012

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

LC TRIBAL #5-24D-46 & #8H-24-46

SECTION 24, T4S, R6W, U.S.B.&M.

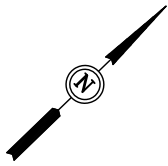
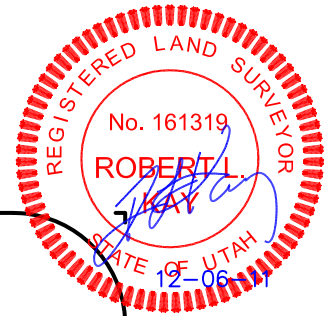
SW 1/4 NW 1/4

FIGURE #3

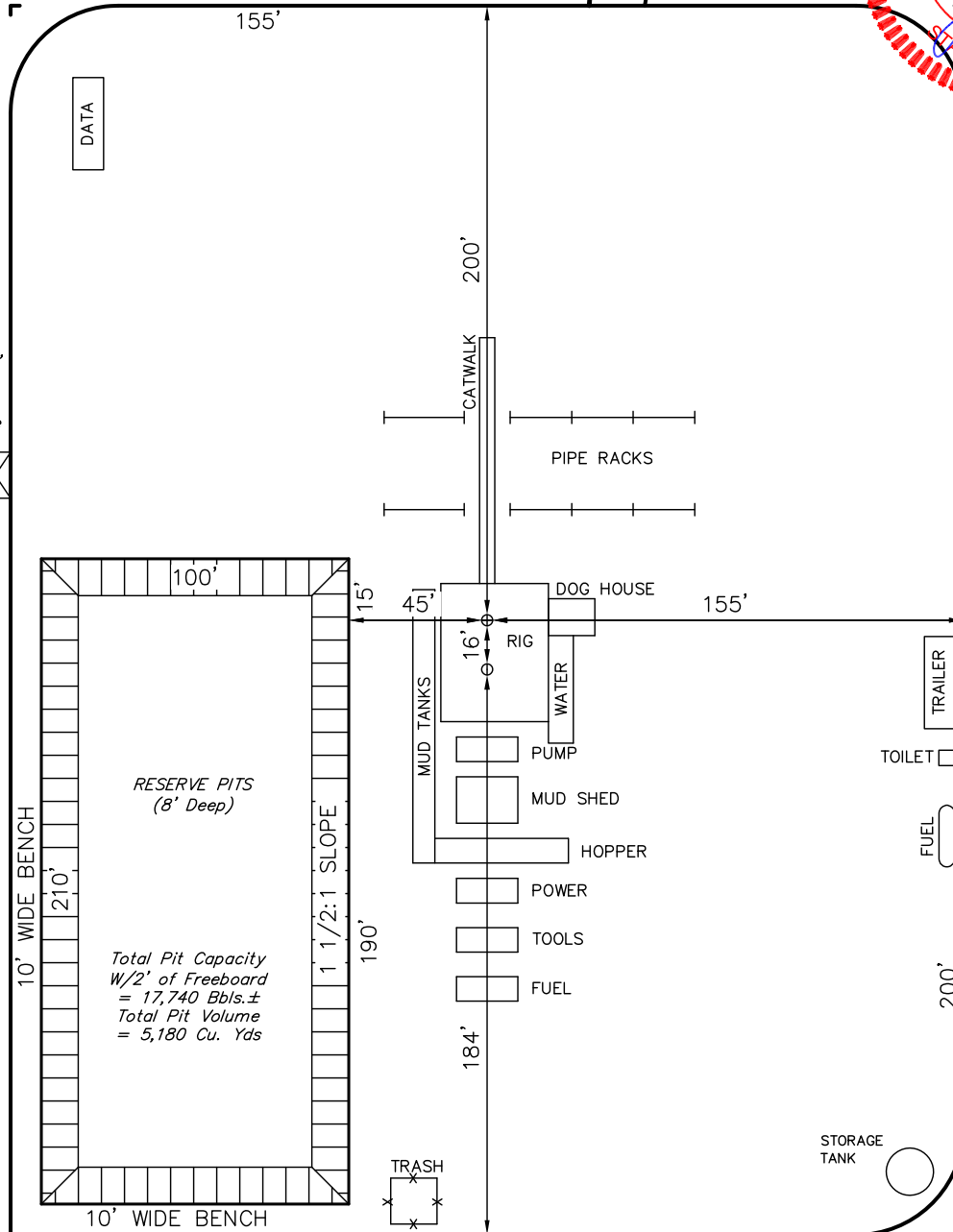
SCALE: 1" = 60'

DATE: 11-22-11

DRAWN BY: J.M.H.

Proposed
Access Road

NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.



UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: August 23, 2012

BILL BARRETT CORPORATION**INTERIM RECLAMATION PLAN FOR**

LC TRIBAL #5-24D-46 & #8H-24-46

SECTION 24, T4S, R6W, U.S.B.&M.

SW 1/4 NW 1/4

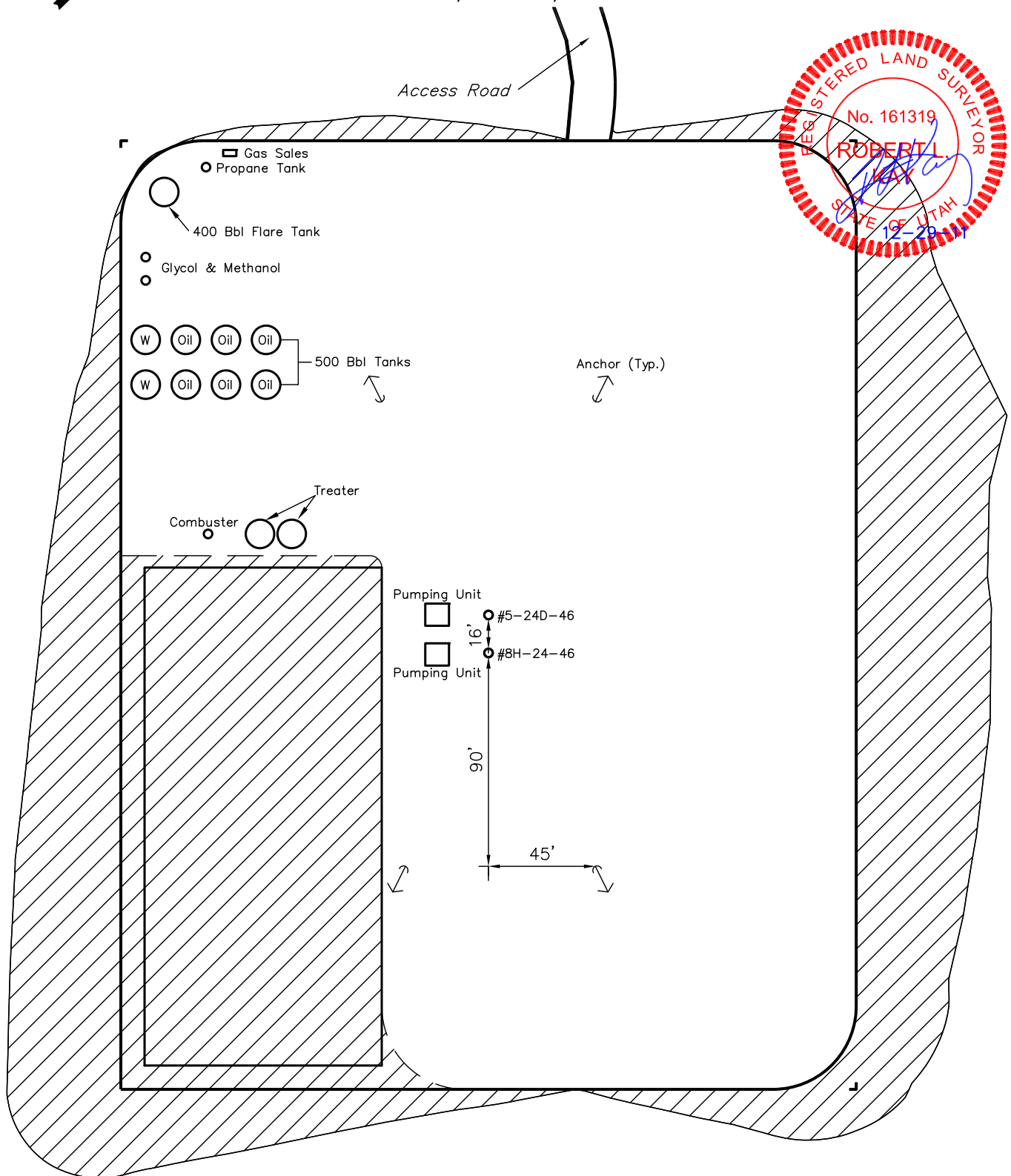
FIGURE #4

SCALE: 1" = 60'

DATE: 11-22-11

DRAWN BY: J.M.H.

REV: 12-28-11 A.W.

APPROXIMATE ACREAGES

UN-RECLAIMED = ± 2.254 ACRES

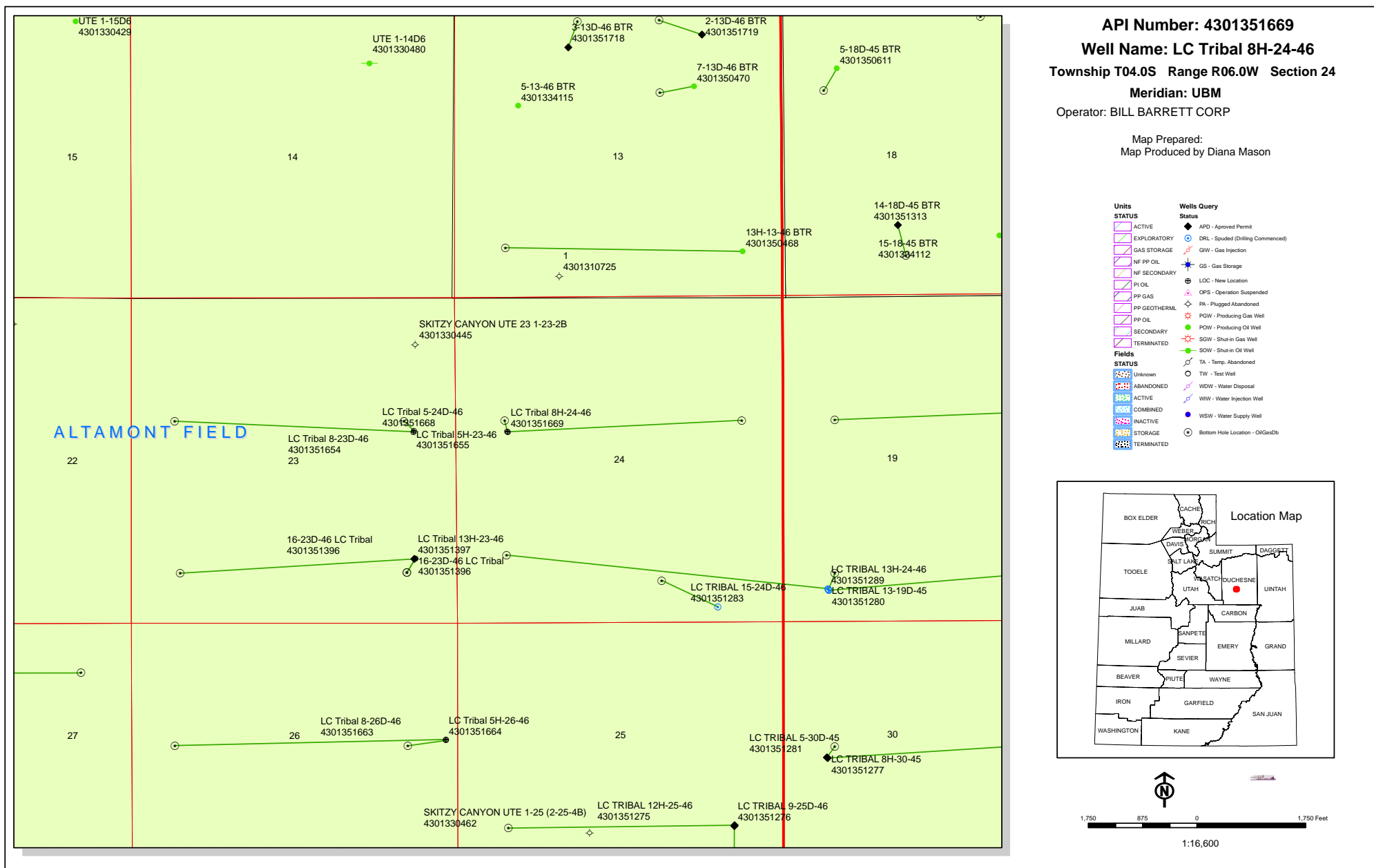


RECLAIMED AREA

UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: August 23, 2012



State of Utah
Department of Natural Resources
Division of Wildlife Resources

Contract No.

70 1739

Amend No.

CONTRACT INFORMATION

Date 4/8/2013Vendor No. Vendor Bill Barrett CorporationAddress 1099 18th Street, Suite 2300City DenverCO80202

Description of work to be completed.

DUCH-1204EA-0271, Bill Barrett Phase 10 Development, six wellpads, each with multiple wellbores, and supporting access roads and pipeline corridors, located in the Avintaquin and Cottonwood WMAs, W-113-L Segment 20, approved August 1, 2012. Secs 23 and 26, T4S, R6W, and Secs 34, 35, and 36, T4S, R5W, USBM, Duchense County. Check 198976, \$74,788.83. 30 year term.

Receivable ☐ Payable ☐ Land Acquisition ☐ MOU ☐ Easement/Right of Way ☒

NUMBER OF FTE'S PER THIS CONTRACT:

# of AJ's	0
# of AL's	0
# of B's	0
Total number of FTE's	0

An FTE is defined as 2,088 labor hours being worked. That could be comprised of multiple employees or a single employee.

Example: A contract has \$58,500 for labor that is 3-AJ's for 3 months each = 1,566 hrs and 1-AL for 1 year = 2088 hrs. Total is 3,654 hrs or 1.75 FTE's

DELIVERABLES (Reports, products, materials):

	Due Date:
Copy of recorded easement	May 1, 2013

Effective Date 4/9/2013Expiration Date 4/8/2043

Total Amount to be Received/Paid:

Description	Amount

Is this a new Project number? Yes

No

A budget change form will need to be submitted with all contracts, including amendments.

Unit	Appr	Activity	Function	Program	Object	Amount	SLO Use

Contract Monitor: Greg HansenMitigation Funds Monitor: N/ASection Chief / Regional Supervisor Approval: *Shelly Green*

**EASEMENT LEASE AGREEMENT
BILL BARRETT CORPORATION'S
PHASE 10 DEVELOPMENT**

70 1739

LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor
LC Tribal #8-23D-46 & #5H-23-46 Wellpad, Access Road, and Pipeline Corridor
LC Tribal #5-35D-45 & #8H-35-45 Wellpad, Access Road, and Pipeline Corridor
LC Tribal #16-35D-45 & #13H-35-45 Wellpad, Access Road, and Pipeline Corridor
LC Tribal #16-36D-45 & #13H-36-45 Wellpad, Access Road, and Pipeline Corridor
LC Tribal #5-36D-45 & #8H-36-45 Wellpad, Access Road, and Pipeline Corridor
LC Tribal #8-26D-46 & #5H-26-46 Wellpad, Access Road, and Pipeline Corridor

**AVINTAQUIN WILDLIFE MANAGEMENT AREA
COTTONWOOD WILDLIFE MANAGEMENT AREA**

UDWR Easement Lease No. DUCH-1204EA-0271

THIS NON-EXCLUSIVE EASEMENT LEASE AGREEMENT ("Agreement") is made by and between the **Utah Division of Wildlife Resources** whose address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 (hereafter "**Surface Owner**") and **Bill Barrett Corporation**, whose address is 1099 18th Street, Suite 2300, Denver, Colorado 80202 (hereafter "**Lessee**"). Surface Owner and Lessee are collectively referred to as "the Parties". "Easement Lease" means the lease of an easement or right-of-way, for which the purpose, specific use, rights granted, location, term, fees, and other conditions are set forth herein.

EXHIBITS

- A.1 Legal Description of Centerline for LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor
- A.2 Depiction of LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor
- B.1 Legal Description of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #8-23D-46 & #5H-23-46 Wellpad
- B.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #8-23D-46 & #5H-23-46 Wellpad
- C.1 Legal Descriptions of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #5-35D-45 & #8H-35-45 Wellpad
- C.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #5-35D-45 & #8H-35-45 Wellpad
- D.1 Legal Descriptions of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #16-35D-45 & #13H-35-45 Wellpad
- D.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #16-35D-45 & #13H-35-45 Wellpad
- E.1 Legal Descriptions of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #16-36D-45 & #13H-36-45 Wellpad
- E.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #16-36D-45 & #13H-36-45 Wellpad
- F.1 Legal Descriptions of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #5-36D-45 & #8H-36-45 Wellpad
- F.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #5-36D-45 & #8H-36-45 Wellpad
- G.1 Legal Descriptions of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #8-26D-46 & #5H-26-46 Wellpad
- G.2 Depictions of Wellpad, Access Road, and Pipeline Corridor LC Tribal #8-26D-46 & #5H-26-46 Wellpad
- H Surface Use and Reclamation Plan for Lessee's Phase 10 Development Program, Avintaquin and Cottonwood Wildlife Management Areas, Duchesne County, Utah
- I Reclamation Performance Bond Number LPM9090226

70 1739

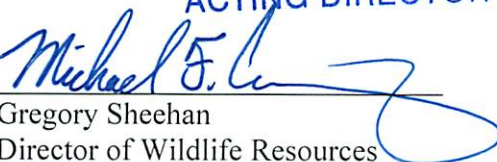
IN WITNESS WHEREOF, the Parties have executed this Agreement, effective on the date of the last signature below.

SURFACE OWNER

**STATE OF UTAH
DEPARTMENT OF NATURAL
RESOURCES, DIVISION OF WILDLIFE
RESOURCES**

ACTING DIRECTOR

By:


Gregory Sheehan
Director of Wildlife Resources

Date:

4/15/13

LESSEE

BILL BARRETT CORPORATION

By:


Huntington T. Walker
Sr. Vice President - Land
Bill Barrett Corporation


Date:

4/4/13

Funding Approvals:

**Division of Wildlife Resources Fiscal
Management**

By:


Linda Braithwaite

Budget Officer


Date:

4/16/13

70 1739

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 15th day of April, 2013 personally appeared before me Gregory Sheehan, who being first duly sworn said that he is the Director of the Division of Wildlife Resources for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resource Code of Utah (23-21-1), and he acknowledged to me that he executed the same.

 <p>REBECCA JOHNSON Notary Public State of Utah My Commission Expires on: September 19, 2015 Comm. Number: 613707</p>	<p><u>Rebecca Johnson</u> Notary Public for the State of Utah</p> <p>Residing at <u>Salt Lake County</u></p> <p>My commission expires <u>9/19/2015</u></p>
--	--

STATE OF COLORADO)
CITY AND) SS.
COUNTY OF DENVER)

On this 4 day of APRIL, 2013, personally appeared before me Huntington T. Walker to me known to be the Sr. Vice President – Land of Bill Barrett Corporation who executed the within and foregoing instrument, and acknowledged that the execution of the document herein was his free and voluntary act and deed, for the uses and purposes therein mentioned, and gave an oath that he is authorized to execute the within instrument for said corporation.

TEALE P. STONE
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20124021619
MY COMMISSION EXPIRES FEBRUARY 06, 2017

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 8/23/2012

API NO. ASSIGNED: 43013516690000

WELL NAME: LC Tribal 8H-24-46

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SWNW 24 040S 060W

Permit Tech Review: ☒

SURFACE: 2158 FNL 0859 FWL

Engineering Review: ☐

BOTTOM: 1980 FNL 0700 FEL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.11972

LONGITUDE: -110.51803

UTM SURF EASTINGS: 541069.00

NORTHINGS: 4441157.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005500

PROPOSED PRODUCING FORMATION(S): UTELAND BUTTE

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☒ PLAT
- ☒ Bond: INDIAN - LPM8874725
- ☐ Potash
- ☐ Oil Shale 190-5
- ☐ Oil Shale 190-3
- ☐ Oil Shale 190-13
- ☒ Water Permit: 43-180
- ☐ RDCC Review:
- ☒ Fee Surface Agreement
- ☐ Intent to Commingle

Commingle Approved

LOCATION AND SITING:

- ☐ R649-2-3.
- Unit:
- ☐ R649-3-2. General
- ☐ R649-3-3. Exception
- ☒ Drilling Unit
- Board Cause No: Cause 139-87
- Effective Date: 12/6/2011
- Siting: 4 Producing Grrv-Wstc Wells In Sec Drl Unit
- ☐ R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
27 - Other - bhill

RECEIVED: April 30, 2013



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: LC Tribal 8H-24-46
API Well Number: 43013516690000
Lease Number: 2OG0005500
Surface Owner: INDIAN
Approval Date: 4/30/2013

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-87. The expected producing formation or pool is the UTELAND BUTTE Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R. 649-3-21, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil &

Gas website
at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "J. Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas